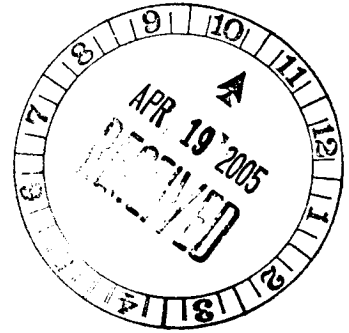




The David J. Joseph Company



RECORDATION NO. 21507-C FILED

April 18, 2005

APR 20 '05

3-13 PM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated March 30, 2005 between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 300
Minneapolis, MN 55402

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (18) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 30, 2005 related to eighteen (18) railcars bearing reporting marks: DJTX 5100 - 5117, inclusive.

Please file this as a secondary document under Recordation Number 21507-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 21507 through 21507-B. The filing fee for this document in the amount of \$32.00 is included on the enclosed check No. 570369. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

APR 20 05

3-13 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT** **SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 30, 2005 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated May 15, 1998, as subsequently amended, between Assignor, as Lessor, and Martin Marietta Materials, Inc. for eighteen (18) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of March 30, 2005.

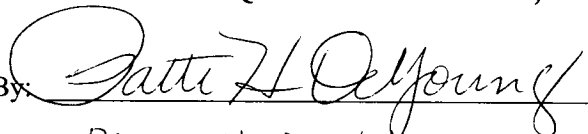
THE DAVID J. JOSEPH COMPANY

By: 

Name: Brent N. Martin

Title: Asst. Corp. Secretary

WELLS FARGO EQUIPMENT FINANCE, INC.

By: 

Name: PATTI H. DEYOUNG

Title: Senior Contract Administrator

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 16th day of April, 2005, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Everett N. Martin, to me personally known, who stated and acknowledged that he is the Asst. Corp. Secretary of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 16th day of April, 2005.

Angela Denise Watts
(Notary Signature)

My commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF MINNESOTA

ss.

COUNTY OF HENNEPIN

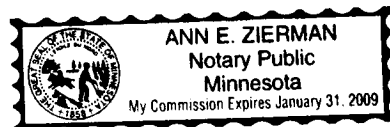
On this 5th day of April, 2005, before me, a Notary Public, duly commissioned, qualified and acting, within and for the said County and State, appeared Patti H. DeYoung, to me personally known, who stated and acknowledged that she is the Senior Contract Admininstrator of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of the said corporation in her capacity as such authorized signer to execute and acknowledge this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this

5th day of April, 2005.

Ann E. Zierman
NOTARY PUBLIC

My Commission Expires: 1/31/2009



**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Eighteen (18) railcars bearing reporting marks:

DJTX 5100 – DJTX 5117, inclusive.

LEASE: Dated May 15, 1998 by and between DJJ Transportation Services, Inc. (n/k/a The David J. Joseph Company) and Meridian Aggregates Company, A Limited Partnership (n/k/a Martin Marietta Materials, Inc.), as subsequently amended by agreements dated June 6, 2001, March 26, 2002 and November 10, 2004.